

Before the  
**Federal Communications Commission**  
Washington, D.C. 20554

In the Matter of  
Amendment of Section 73.202(b),  
Table of Allotments,  
FM Broadcast Stations,  
(Marion, Latta, and Camden  
South Carolina)

) MM Docket No.  
)  
)  
) RM-  
)  
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)

RECEIVED

FEB 3 1993

To: Chief, Allocations Branch  
Policy and Rules Division  
Mass Media Bureau

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

**PETITION FOR RULEMAKING**  
**and**  
**MOTION FOR MODIFICATION OF LICENSES**

Winfas of Belhaven, Inc. ("Winfas"), by its attorney,  
and pursuant to Title 47 C.F.R. §1.420(d), hereby files this  
Petition for Rulemaking and Motion for Modification of  
Licenses, which proposes to delete FM Channel 232A at  
Marion, South Carolina; allot FM Channel 232C3 to Latta,  
South Carolina; and substitute FM Channel 274A for Channel  
232A at Camden, South Carolina. Winfas also moves the  
Commission to modify the licenses of Station WWPB(FM),  
Marion, South Carolina, to operate on Channel 232C3 at  
Latta, and WPUB-FM, Camden, South Carolina, to operate on  
Channel 274A. In support whereof, Winfas shows the  
following:

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### **Latta, South Carolina**

Winfas is licensee of WWPB(FM), Marion, South Carolina. The attached Technical Statement<sup>1</sup> shows that WWPB can upgrade to Channel 232C3 at Latta if Station WPUB-FM, Camden, which operates on Channel 232A moves to Channel 274A.<sup>2</sup> WWPB also proposes to change its community of license to Latta, South Carolina, which will bring that community its first local service. Latta is an incorporated city located in southern Dillon County, South Carolina, with a 1990 population of 1,565 persons.<sup>3</sup> Currently without any local service, Latta is a community to which an FM station can be assigned. Latta has a mayor and a six member town council. There are also numerous businesses, financial institutions and churches located in and around Latta. Latta has its own police and volunteer fire services. There are also several civic organizations, such as a Lions Club, and Rotary Club. Therefore, Latta has all the necessary community attributes which demonstrate that it is a community deserving of a local broadcast allotment. If the

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<sup>1</sup> Attachment A.

<sup>2</sup> Winfas has an agreement with Kershaw Broadcasting Corporation, licensee of WPUB-FM to reimburse it for changing channels. Winfas therefore specifically agrees to reimburse the reasonable expenses of changing WPUB-FM's channel pursuant to the requirements of the "reimbursement" portion of para. 9 of FM Channel Assignments (Brookville and Punxsutawney, PA), 3 FCC Rcd 5555 [65 RR2d 493] (1988). A copy of the agreement is attached hereto. (Attachment B).

<sup>3</sup> Source: 1990 Census.

Commission seeks additional information as to community status, it will be provided by Winfas. Allotment of Channel 232C3 to Latta will result in a preferential arrangement of allotments.

#### **Marion, South Carolina**

Marion, South Carolina, had a 1990 population of 7,658 persons. The deletion of Channel 232A will not deprive Marion of its only facility. Marion has two other licensed broadcast outlets, WKSX(FM), Channel 263C3, and WKXS(AM).<sup>4</sup> Additionally, the improved 1.0 mV/m contour of WWPB will potentially provide service to Marion. Therefore, there would be no loss of 1 mV/m service to Marion by the allotting WWPB to Latta.

#### **Additional Public Interest Factors**

The Technical Statement shows that the proposed channel changes will also eliminate grandfathered shortspaces between WWPB and WPUB-FM, along with the shortspace between WWPB and the vacant, but applied for, Channel 231A at Kingstree, South Carolina. This will allow for both WWPB and WPUB-FM to operate with maximum facilities for their respective classes.

If the Commission allots the channels as proposed herein, Winfas will promptly file an application seeking a construction permit for operation of WWPB on the modified

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<sup>4</sup> WKXS is presently off the air.

channel. Upon grant thereof, it will promptly construct the modified facilities.

**Proposed Changed Allotments**

**CHANNEL NO.**

<b><u>CITY</u></b>	<b><u>PRESENT</u></b>	<b><u>PROPOSED</u></b>
Marion, South Carolina	232A, 263C3	263C3
Latta, South Carolina	---	232C3
Camden, South Carolina	232A	274A

In light of the foregoing, Winfas respectfully requests the Commission to (a) adopt the rearrangement of channels as set forth above; (b) modify the license of WWPB to operate on Channel 232C3 at Latta, South Carolina; and (c) modify the license of WPUB-FM to operate on Channel 274A at Camden, South Carolina.

Respectfully submitted,

**WINFAS OF BELHAVEN, INC.**

By: 

Gary S. Smithwick  
Its Attorney

**SMITHWICK & BELENDIUK, P.C.**  
1990 M Street, N.W., Suite 510  
Washington, D.C. 20036  
(202) 785-2800

February 3, 1993

**ATTACHMENT A**

PETITION FOR RULE MAKING  
WINFAS OF BELHAVEN, INC.  
SUBSTITUTE CH 232C3 FOR CH 232A  
RE-ALLOT CHANNEL 232C3  
LATTA, SOUTH CAROLINA  
November 1992

Technical Exhibit  
TE-1

Bromo Communications, Inc.  
P.O. Box M - 1331 Ocean Boulevard, Suite 201  
St. Simons Island, Georgia 31522  
(912) 638-5608

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PETITION FOR RULE MAKING  
WINFAS OF BELHAVEN, INC.  
SUBSTITUTE CHANNEL 232C3 FOR CHANNEL 232A  
RE-ALLOT CHANNEL 232C3  
LATTA, SOUTH CAROLINA  
November 1992

TECHNICAL STATEMENT

1. This technical statement and attached exhibits were prepared on behalf of Winfas of Belhaven, Inc., ("Winfas"), licensee of WHPD, Channel 232A, Marion, South Carolina. Winfas requests that §73.202(b) of the Commission's rules be amended by allotting Channel 232C3 to Latta, South Carolina, in substitution for Channel 232A at Marion, South Carolina. Winfas also petitions that WHPD be ordered to change channel and community of license.

2. In order to accommodate its request at Latta, it is also necessary to substitute Channel 274A for Channel 232A at Camden, South Carolina. WPUB-FM presently operates on Channel 232A at Camden. Winfas requests that WPUB-FM be ordered to change channels. This proposed change would enable WPUB-FM to operate as a maximum Class A facility. It should be noted that the licensee of WPUB-FM, Kershaw Radio Corporation, has entered into an agreement with Winfas regarding the proposed change of channels at Camden, and has consented to the change. A copy of the agreement is contained elsewhere in this petition.

### DISCUSSION

3. The change of community of license from Marion, South Carolina, to Latta, South Carolina, is proposed under §1.420 of the Commission's rules, as clarified in the Memorandum Opinion and Order, MM Docket # 88-526. Channel 232C3 at Latta is mutually exclusive with the present Channel 232A at Marion. Further, Latta does not presently have any local (licensed) broadcast facility, while Marion has two licensed FM stations (of which WWPB is one) and a licensed AM station. The allotment of Channel 232C3 to Latta will provide the community with its first broadcast outlet, while not depriving Marion of its only service. Additionally, the allotment of the channel to Latta will not be a migration of a station from a rural or suburban area to an urbanized area. Rather, it will be a move from one rural community to another.

4. Latta, South Carolina, incorporated in 1890, is located in southern Dillon County, South Carolina, and has a population of 1,565 persons, based on 1990 United States Census figures. Latta has a mayor and a six member town council. There are also numerous businesses, financial institutions and churches located in and around Latta. Latta has its own police and volunteer fire services. There are also several civic organizations, such as a Lions Club



and Rotary in Latta. <sup>1</sup> Therefore, Latta has all of the necessary community attributes which demonstrate its worthiness for a local broadcast outlet.

5. Marion, South Carolina, in addition to WWPB, has two other licensed broadcast outlets, WKSX, Channel 263C3 and WKXS (AM), 1430 khz. <sup>2</sup> Therefore, the re-allotment of Channel 232 to Latta will not deprive Marion of its only local voice. Further, Marion will continue to receive service, greater than 1.0 mV/m, from the improved WWPB. Thus there will be no loss of competitive service in Marion as a result of the change of allotments.

#### PROPOSAL

6. Channel 232C3 can be allotted to Latta, South Carolina, at North Latitude 34° 25' 33" and West Longitude 79° 29' 57". From this location, a 3.16 mV/m contour will be delivered over Latta. A site restricted 11.5 kilometers north-northwest of the community is needed in order to avoid shortspacing WZKB, Channel 232A, Wallace, North Carolina, and the vacant, but applied for Channel 231A at Kingstree, South Carolina. Exhibit #1 is a usable area study which shows where a transmitter site could be located to provide service

1) Community information on Latta, South Carolina, was provided by Ms. Ethel Elvington, Latta Town Clerk.

2) WKXS is presently off-the-air.

to Latta. Exhibit #2 is a Channel 232C3 allocation study at the reference coordinates and shows that, with the exception of WWPB, Channel 232C3 is clear of all other licensed, applied for or proposed facilities. Both Exhibits #1 and #2 assume that Channel 274A has been substituted for Channel 232A at Camden, South Carolina, as proposed below.

7. Channel 274A can be substituted for Channel 232A at Camden, South Carolina, at the presently licensed WPUB-FM transmitter site, at North Latitude 34° 13' 31" and West Longitude 80° 40' 44".<sup>3</sup> Exhibit #3 is a usable area study which demonstrates where a transmitter site for Channel 274A could be located to provide service to Camden. Exhibit #4 is a §73.207(b) spacing analysis which shows that Channel 274A meets all Commission spacing requirements to other licensed, applied for or proposed facilities.

8. Therefore, Winfas requests the Commission amend its Table of FM Allotments as follows:

Latta, South Carolina

Present

None

Proposed

232C3

3) A site restriction for Channel 274A is not necessary, except to accommodate the WPUB-FM transmitter site. The channel could be allotted at the city coordinates.

Marion, South Carolina

<u>Present</u>	<u>Proposed</u>
232A, 263C3	263C3 <sup>4</sup>

Camden, South Carolina <sup>5</sup>

<u>Present</u>	<u>Proposed</u>
232A	274A

PUBLIC INTEREST ASPECTS

9. Enactment of this proposal will provide Latta, South Carolina, with its first locally licensable FM station, without depriving Marion of its only service. A maximum Class C3 facility, operated from the reference site, will provide 1.0 mV/m service to 191,322 persons in 4,791.3 square kilometers. This represents an increase of 119,971 person in 3,007.8 square kilometers over the present licensed Class A facility. <sup>6</sup> Further, the people of Marion will continue to receive service (1.0 mV/m) from the upgraded facility.

10. Once Channel 274A is substituted for Channel 232A at Camden, South Carolina, WPUB-FM will be able to increase its effective radiated power from 3.3 kilowatts to 6.0 kilowatts. This increase will allow the station to increase

4) WKXS(AM) would remain licensed to Marion, SC, as well.

5) All population data extracted from PL 94-171 files.

6) Channel 232A is presently limited to 3.0 kW. Channel 274A will allow upgraded 6.0 kW operation.

its service area to 2,461.5 square kilometers and total population served to 72,466 persons, an increase of 12,331 persons in 582.7 square kilometers over its present operation. <sup>7</sup>

10. These herein proposed changes will also eliminate grandfathered shortspaces between WWPB and WPUB-FM, in addition to the shortspace between WWPB and the vacant, but applied for, Channel 231A at Kingstree, South Carolina. <sup>8</sup> This will allow each facility to operate as maximum facilities for their respective classes.

11. When Channel 232C3 is allotted to Latta, South Carolina, Winfas will file, on a timely basis, an application for construction permit to make the necessary changes to the licensed facilities of WWPB, in order to effectuate the change of channel and community. Winfas will also reimburse the licensee of WPUB-FM for reasonable expenses in order to implement the change of channels at Camden, South Carolina.

12. This technical statement and exhibits were prepared on behalf of Winfas by Bromo Communications, Inc., its Technical Consultants. All of the information contained herein is true and accurate to the best of our belief and

7) All population data was extracted from PL 94-171 files.

8) The shortages between WWPB, WPUB-FM and the allocation site at Channel 231A are based on the increase of spacing requirements ordered in MM Docket #88-375, which authorized 6.0 kilowatt Class A facilities.

knowledge. Should questions arise during consideration of this report, we would welcome the opportunity to discuss the matter by phone at (912) 638-5608. All of the information relating to present and proposed channel allotments is based on the NTIA FM database, as updated in September 1992. We assume no liability for omissions in that database, which may be adverse to the requests made herein.



# CHANNEL 232C3 USABLE AREA

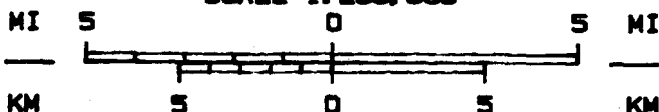
MAP IS A PORTION OF THE 1:250,000 SCALE FLORENCE S.C. U.S.G.S. EASTERN UNITED STATES MAP.

# EXHIBIT #1

PETITION FOR RULE MAKING WINFAS OF BELHAVEN, INC SUB CH 232C3 FOR 232A ALLOT CHANNEL 232C3 LATTA, SOUTH CAROLINA

November 1982

SCALE 1:250,000



**BROMO** BROADCAST TECHNICAL CONSULTANTS  
**COMMUNICATIONS**

St Simons Island, Georgia

Washington, D.C.

ALLOCATION STUDY FOR LATTA, SOUTH CAROLINA  
USING PROPOSED ALLOCATION SITE AS REFERENCE

REFERENCE	CLASS C3	DISPLAY DATES
34 25 33 N		DATA 09-30-92
79 29 57 W	Current rules spacings	SEARCH 11-05-92
----- CHANNEL 232 - 94.3 MHz -----		

CALL TYPE	CH# LAT	CITY LNG	STATE PWR	BEAR' HT	D-KM D-Mi	R-KM R-Mi	MARGIN (KM)
-----							
WMPD	232A	Marion	SC	184.7	26.57	142.0	-115.43
LI CN	34 11 14	79 31 23	1.200 kW	152M	16.5	88.3	
Winfas of South Carolina, Inc					BLH850626KL		
* WPUBFM	232A	Camden	SC	258.4	110.83	142.0	-31.17
LI CN	34 13 31	80 40 44	3.000 kW	91M	68.9	88.3	
Kershaw Radio Corporation					BLH830323AD		
> to Channel 274A as requested							
* WPUBFM	232A	Camden	SC	258.4	110.83	142.0	-31.17
AP CN	34 13 31	80 40 44	3.300 kW	91M	68.9	88.3	
Kershaw Radio Corporation					BMLH910305KA		
> to Channel 274A as requested							
ALOPEN	231A	Kingstree	SC	199.8	89.13	89.0	0.13
AL N	33 40 12	79 49 36	0.000 kW	0M	55.4	55.3	
MM Docket #84-231 Window Opened 08/31/87 Closed 10/08/87							
WZKB	232A	Wallace	NC	75.0	142.39	142.0	0.39
LI CN	34 45 29	78 00 00	3.000 kW	90M	88.5	88.3	
JG&J Broadcasting, Inc.					BLH6911		
AP231	231A	Kingstree	SC	206.3	90.50	89.0	1.50
AP CN	33 41 39	79 55 58	3.000 kW	96M	56.3	55.3	
South Carolina Radio Fellowship					BPH871008MS 880722		
WWGL.C	231C	Lexington	NC	336.4	180.58	176.0	4.58
CP DCN	35 55 02	80 17 37	100.000 kW	372M	112.2	109.4	
Davidson County Broadcasting					BPH920218JE		
WKOA	233A	Murrells Inlet	SC	155.7	100.40	89.0	11.40
LI CN	33 36 04	79 03 05	3.500 kW	130M	62.4	55.3	
Kings Road Radio, Inc.					BLH910417KA		

CHANNEL 232C3 ALLOCATION STUDY

\* NOTE : WPUB-FM IS PROPOSED TO BE MOVED  
TO CHANNEL 274A AS PART OF THIS  
PETITION FOR RULE MAKING. SEE  
TECHNICAL STATEMENT.

EXHIBIT #2

PETITION FOR RULE MAKING  
WINFAS OF BELHAVEN, INC  
SUB CH 232C3 FOR 232A  
ALLOT CHANNEL 232C3  
LATTA, SOUTH CAROLINA

November 1992

**BROMO**  
**COMMUNICATIONS**

St Simons Island, Georgia

BROADCAST  
TECHNICAL CONSULTANTS

Washington, D.C.





ALLOCATION STUDY FOR CAMDEN, SOUTH CAROLINA  
USING PRESENT WPUB-FM SITE AS REFERENCE

REFERENCE	CLASS A	DISPLAY DATES
34 13 31 N	Current rules spacings	DATA 09-30-92
80 40 44 W	CHANNEL 274 -102.7 MHz	SEARCH 11-05-92

CALL TYPE	CH# LAT	CITY LNG	STATE PWR	BEAR' HT	D-KM D-M1	R-KM R-M1	MARGIN (KM)
AD274	274A	Camden	SC	0.0	0.00	115.0	-115.00
AD	34 13 31	80 40 44	0.000 kW				
Winfas of South Carolina, Inc.							
> substitute for Channel 232A - reserved for WPUB-FM							
WAJY	274A	New Ellenton	SC	228.2	118.59	115.0	3.59
LI CN	33 30 47	81 38 05	3.000 kW	100M	73.7	71.5	
GRR Marketing, Inc. BLH900221KA							
WEZC	275C1	Hickory	NC	342.5	137.45	133.0	4.45
LI CN	35 24 26	81 07 47	31.000 kW	468M	85.4	82.7	
Keymarket of Charlotte, Inc. BLH870904KB							
WOMGFM	276A	Columbia	SC	237.1	35.50	31.0	4.50
LI CN	34 03 05	81 00 07	3.300 kW	91M	22.1	19.3	
Price Columbia Ltd BMLH900606KE							
WMFX	272A	St. Andrews	SC	249.2	39.57	31.0	8.57
LI CN	34 05 55	81 04 48	3.000 kW	98M	24.6	19.3	
BTMI, Inc. BLH860313KF							
WXLY	273C	North Charleston	SC	153.8	176.66	165.0	11.66
LI CN	32 47 44	79 50 27	100.000 kW	305M	109.8	102.6	
North Charleston Radio Broadc BLH901030KC							
WIGL	275A	Orangeburg	SC	196.3	87.88	72.0	15.88
LI CN	33 27 53	80 56 42	3.000 kW	100M	54.6	44.8	
Edisto Communications BLH871223KE							
WSQN	275A	Scranton	SC	105.6	88.35	72.0	16.35
LI CN	34 00 39	79 45 24	2.900 kW	142M	54.9	44.8	
Atlantic Broadcasting Company BLH910711KE							
WJMXFM	277C2	Cheraw	SC	66.4	77.66	55.0	22.66
CP CN	34 30 18	79 54 18	50.000 kW	150M	48.3	34.2	
Atlantic Broadcasting Company BPH910530IE 921224							

CHANNEL 274A ALLOCATION STUDY

EXHIBIT #4

PETITION FOR RULE MAKING  
WINFAS OF BELHAVEN, INC  
SUB CH 232C3 FOR 232A  
ALLOT CHANNEL 232C3  
LATTA, SOUTH CAROLINA

November 1992

**BROMO**  
**COMMUNICATIONS**

St Simons Island, Georgia

BROADCAST  
TECHNICAL CONSULTANTS

Washington, D.C.

**AFFIDAVIT AND QUALIFICATIONS OF CONSULTANT**

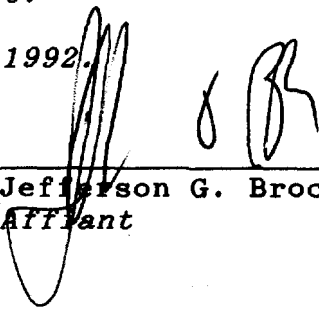
State of Georgia     )  
St. Simons Island    )  
County of Glynn       )     ss:

JEFFERSON G. BROCK being duly sworn, deposes and says that he is an officer of Bromo Communications, Inc. Bromo has been engaged by Winfas of Belhaven, Inc., licensee of WWPB Radio Station, to prepare the attached Technical Exhibit.

His qualifications are a matter of record before the Federal Communications Commission. He has been active in Broadcast Engineering since 1979.

The attached report was either prepared by him or under his direction and all material and exhibits attached hereto are believed to be true and correct.

This the 19th day of November, 1992.

  
\_\_\_\_\_  
Jefferson G. Brock  
Affiant

Sworn to and subscribed before  
me this the 19th day of November, 1992.

  
\_\_\_\_\_  
Notary Public, State of Georgia

My Commission Expires: September 8, 1995

**ATTACHMENT B**

## AGREEMENT

THIS AGREEMENT, made this 27th day of January, 1993, by and between WINFAS OF BELHAVEN, INC. (herein referred to as "Winfas"), and KERSHAW RADIO CORPORATION (herein referred to as "Kershaw").

### WITNESSETH:

WHEREAS, Winfas is licensee of Station WWPB(FM), Marion, South Carolina (herein "Station 1");

WHEREAS, Kershaw is licensee of Station of WPUB-FM, Camden, South Carolina (herein "Station 2");

WHEREAS, Winfas desires to increase the power of Station 1 from 3,000 watts to 25,000 watts effective radiated power ("ERP"), and Kershaw desires to increase the power of Station 2 to 6,000 watts ERP; and

WHEREAS, the power increases will not be possible unless Station 2 changes its frequency, and Winfas is willing to reimburse Kershaw for its expenses in connection therewith.

NOW, THEREFORE, the parties intending legally to be bound agree as follows:

1. Petition for Rulemaking. Kershaw agrees to authorize Winfas to file with the Federal Communications Commission ("Commission" or "FCC") within five (5) days after execution of this Agreement, a joint petition for rulemaking and request for modification of the licenses of Station 1 and Station 2. Winfas shall request that Station 1's frequency be changed from FM Channel 232A to FM Channel 232C3, and that its city of license be changed from Marion to Latta, South Carolina. Kershaw shall consent to the change of channel from FM Channel 232A to FM Channel 274A increasing its ERP to 6 kw at the current tower location. Winfas shall provide all legal and engineering assistance necessary to prepare and file the petition for rulemaking. Winfas will pay any FCC fees associated with the filing.

2. Reimbursement by Winfas. In consideration for Kershaw's participation in the FCC proceeding, Winfas agrees to reimburse Kershaw for its reasonable and prudent expenses incurred in changing its frequency from Channel 232A to Channel 274A, which expenses are agreed to equal Twenty-Two Thousand Dollars (\$22,000.00) ("Reimbursement Sum"). Winfas also agrees to provide Kershaw at no cost fee title free of liens and claims its used FM transmitter (the "Transmitter") Harris No. 994-8766, which will be modified at Winfas' expense to produce 5 kilowatts TPO (transmitter power output) on Channel 274A for Station 2 together with its FM exciter. It is intended by the parties hereto that said

Transmitter will produce 6 kilowatts ERP on Channel 274A for Station 2 when coupled with a three (3) bay antenna operating at 4.6 kilowatts TPO. The Transmitter was manufactured May 24, 1985. Kershaw agrees to assume all responsibility for the installation and operation of the Transmitter. By transfer of said Transmitter, Winfas warrants only its fee simple ownership thereof; there are no expressed or implied warranties except as set forth herein. Kershaw does hereby release Winfas from any and all consequential damages that may arise from the operation of said Transmitter after its installation as above set forth. Concurrent with the execution of this Agreement, Winfas, Kershaw, and Charles Baxley, Esquire, as Escrow Agent, are entering into an Escrow Agreement (copy attached hereto) which shall provide for Winfas' deposit of the Reimbursement Sum with Escrow Agent prior to applying to the FCC for an order modifying the licenses of Station 1 and Station 2. The Escrow Agreement shall provide that, in the event Winfas shall enter into an agreement to sell the assets and license of Station 1, Winfas shall also place the Transmitter and exciter in a storage warehouse at a location suitable to Winfas and Kershaw which warehouse shall be under the supervision and control of Escrow Agent.

3. Cooperation. Neither party will take any action to delay the Commission's favorable action on the petition for rulemaking and each party agrees to use its best efforts to implement the aforementioned purposes. After the Commission has modified the channels of Station 1 and Station 2, both parties will cooperate to promptly change the channels of Station 1 and Station 2 and to initiate program tests thereon.

4. Notices. All necessary notices, demands and requests shall be deemed duly given, if mailed by registered mail, postage prepaid, and addressed to the following:

If to the Winfas:

Mr. Roger Ingram, President  
Winfas, Inc.  
8435 Timberlake Road  
Lynchburg, Virginia 24502

and a copy to:

Frank A. Longest, Jr., Esquire  
Holt, Spencer, Longest & Wall  
P.O. Drawer 59  
Burlington, North Carolina 27216

If to the Kershaw:

Mr. Gary M. Davidson  
Kershaw Radio Corporation  
Box 753  
Camden, South Carolina 29020

**Escrow Agent:**

Charles Baxley, Esquire  
Baxley, Pratt & Well, P.A.  
Three The Common at Lugoff  
P.O. Box 10  
Lugoff, South Carolina 29078

**5. Miscellaneous.**

(a) This Agreement and the Escrow Agreement contain the entire agreement of the parties with respect to the transactions contemplated and supersedes all prior negotiations between the parties concerning the subject matter contained herein. No change, modification or waiver of any provision hereof will be valid unless in writing and signed by the party to be bound.

(b) No delay or failure on the part of either party in exercising any rights hereunder, and no partial or single exercise thereof, will constitute a waiver of such rights or of any other rights hereunder;

(c) This Agreement will be binding upon, inure to the benefit of and be enforceable by the parties hereto and their respective heirs, executors, administrators, successors and assigns, and **MUST BE ASSIGNED TO ANY FUTURE PURCHASER OF STATION 1 OR STATION 2;**


(d) This Agreement shall be construed and interpreted in accordance with the laws of the State of South Carolina;

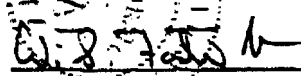
(e) This Agreement may be executed in counterpart, each of which shall be deemed an original.

IN WITNESS WHEREOF, the undersigned have set their hands and seals as of the date and year first above written.

WINFAS:

Winfas of Belhaven, Inc.

By:   
President

(Corporate Seal)  
**ATTEST**  
  
Secretary

**Escrow Agent:**

Charles Baxley, Esquire  
 Baxley, Pratt & Well, P.A.  
 Three The Common at Lugoff  
 P.O. Box 10  
 Lugoff, South Carolina 29078

**5. Miscellaneous.**

(a) This Agreement and the Escrow Agreement contain the entire agreement of the parties with respect to the transactions contemplated and supersedes all prior negotiations between the parties concerning the subject matter contained herein. No change, modification or waiver of any provision hereof will be valid unless in writing and signed by the party to be bound.

(b) No delay or failure on the part of either party in exercising any rights hereunder, and no partial or single exercise thereof, will constitute a waiver of such rights or of any other rights hereunder;

(c) This Agreement will be binding upon, inure to the benefit of and be enforceable by the parties hereto and their respective heirs, executors, administrators, successors and assigns, and MUST BE ASSIGNED TO ANY FUTURE PURCHASER OF STATION 1 OR STATION 2;

(d) This Agreement shall be construed and interpreted in accordance with the laws of the State of South Carolina;

(e) This Agreement may be executed in counterpart, each of which shall be deemed an original.

IN WITNESS WHEREOF, the undersigned have set their hands and seals as of the date and year first above written.

WINFAS:

Winfas of Belhaven, Inc.

By: \_\_\_\_\_  
 President

(Corporate Seal)

ATTEST:

W. S. Fatis  
 Secretary

KERSHAW:

Kershaw Radio Corporation

By:   
President

(Corporate Seal)

ATTEST:

  
Secretary



**ATTACHMENT**

**ESCROW AGREEMENT**

This ESCROW AGREEMENT, dated this \_\_\_\_\_ day of December, 1992, by and between WINFAS OF BELHAVEN, INC. ("Winfas"), KERSHAW BROADCASTING CORPORATION ("Kershaw"), and BAXLEY, PRATT & WELLS, P.A. (hereinafter referred to as "Escrow Agent").

**WITNESSETH:**

WHEREAS, Winfas and Kershaw have entered into an Agreement dated \_\_\_\_\_ ("Agreement") pursuant to which, among other things, Winfas will seek to upgrade its Radio Station WWPB(FM), Marion, South Carolina ("Station"), to Class C3 and relocate it to Latta, South Carolina; and

WHEREAS, Winfas and Kershaw have, in connection with the Agreement, also agreed to enter into this Escrow Agreement;

NOW, THEREFORE, in consideration of the terms of the Sales Agreement and the mutual promises herein contained, it is agreed as follows:

**ARTICLE I**

**Escrow and Escrow Fund**

(a) Winfas will deposit prior to applying to the Federal Communications Commission ("FCC") for an order modifying the license of Station for operation on Channel 232C3 at Latta, South Carolina, with the Escrow Agent the sum of TWENTY-TWO THOUSAND (\$22,000.00) DOLLARS ("Escrow Fund") with the Escrow Agent. The Escrow Fund shall be invested by Escrow Agent in an insured interest-bearing account or certificate of deposit ("Escrow Account").